

**By – Laws
Of the
Canadian Region
Of the
International Nortel Networks Users Association**

Article I – Name

The name of this organization shall be the Canadian Region of the International Nortel Networks Users Association, hereinafter referred to as the “Region”. This organization will be an incorporated association.

Article II – Purpose

The purpose of this region shall be:

To represent the interests of the affiliated chapters to the International Nortel Networks Users Association, hereinafter referred to as the “International”;

To educate, develop and inform members in all areas of the telecommunications (both voice & data) with emphasis on Nortel equipment;

To maintain an ongoing channel of communication between the manufacturer (NT), the local distributors, other telecommunication vendors, and the member chapters to relate any common problems, concerns, and/or ideas;

To provide a network of individuals with common concerns related to telecommunications.

Article III – Structure

Section 1 – Members

The members of this Region are its affiliated chapters, as shown in the appendix.

Section 2 – Application for Affiliation

- A. A Chapter applying for affiliation with the International must submit all information to the International as required in the Policies and Procedures of the International, and sign the Chapter affiliation agreement as provided by the International.
- B. The Membership Committee of the International shall notify the Chapter and the Region of the results of the vote taken at a Board of Directors meeting within thirty (30) days of such vote.

Section 3 – Termination of Affiliation

- A. Voluntary Termination of Affiliation

Any Chapter may voluntarily leave the Region at any time. The Chapter Board Representative should notify the Regional Director in writing of the Chapter's intent to leave the Region.

- B. Suspension and Expulsion

Any Chapter may have its affiliation with the Region terminated for any of the following reasons:

1. Non-payment of dues to the region
2. Failure to provide representation at Regional Board Meetings for one calendar year;
3. Non-compliance with the by-laws or the Policies and Procedures of the International or the Region.

Notification of such termination will be provided in writing to the Chapter Board Representative by the Regional Director after a majority vote of the Board to remove such Chapter and at least 60 days prior to expulsion.

Article IV – Dues

Regional dues, if any, will be determined by the Regional Board on an annual basis and will be payable to the Region by each member Chapter.

Article V - Membership Meetings

An annual meeting of the membership may be held each year with all Chapter members invited. Additional meetings may be held at the discretion of the Board and will be in conjunction with the annual International conference.

Article VI - Board of Directors

Section 1 - Responsibilities

The affairs of the Region will be managed by the Regional Director. The responsibilities of the Regional Board Representatives are to represent the interest of their affiliated chapter at the Regional Board Meetings.

Section 2 – Composition

The Regional Board is to be comprised of a representative from each affiliated chapter who is either elected or appointed. These representatives must be regular Members as defined in the International's by-laws and they must serve a minimum of two years. There is no limit as to the number of terms a Regional Board Representative may serve.

Section 3 – Meetings

The Board of Directors will meet a minimum of four times per year. One of those meetings will be held at the Annual INNMUG Conference. Board Meetings may be held face to face when possible; otherwise, meetings will be held via Tele-conference call.

Section 4 – Quorum

A quorum will be required for all votes. A quorum will consist of 51% of the voting Board.

Section 5 – Resignation or Removal

Any Regional Board Representative who submits a resignation must notify the Regional Director in writing, stating the effective date of the resignation.

Any Regional Board Representative who no longer qualifies as a “Regular Member” as defined in the International’s by-laws shall be deemed to have resigned within 30 days of the effective date of their change in status. Any Regional Board Representative who is found to be in violation of the by-laws or Policies and Procedures of the International or the Region may be removed from office by a 2/3 vote of the Board. Notification of such action will be given in writing at least 30 days before the effective date of removal.

Section 6 – Vacancies

It is the responsibility of the affiliated member chapter to fill its vacancy on the Regional Board, within 90 days, either through election or appointment of a new Regional Board Representative and by notification in writing to the Regional Director within 30 days of such election or appointment.

Article VII – Officers

The officers shall consist of a Regional Director, a Treasurer and a Secretary. Additional officers may be assigned by the Board as necessary. Officers will be elected by the Regional Board Representatives . Voting will be by secret ballot and a quorum is required. The term of office shall be two years.

Any officer who submits a resignation must notify the Regional Director in writing, stating the effective date of the resignation. Any officer who no longer qualifies as a “Regular Member” as defined in the International’s by-laws shall be deemed to have resigned within 30 days of the effective date of their change in status. Any officer who is found to be in violation of the by-laws or Policies and Procedures of the International or Region may be removed from office by a 2/3 vote of the Board. Notification of such action will be given in writing at least 30 days before the effective date of removal.

Vacancies will be filled by a vote of the Board from among the qualified candidates within 60 days and the new officer will assume the responsibilities of that office immediately. The term of the new officer will be until the next regularly scheduled vote, as referred to in this section.

A. Regional Director

The Regional Director shall act as the spokesperson for the Region. This shall include voicing the concerns of the member chapters to the International and voting for them at all Board meetings. Each chapter shall have one vote on each issue before the Board, and the Regional Director must vote according to the wishes of each member chapter. As the spokesperson for the Region, all regional correspondence shall come from the Regional Director. This shall include all correspondence with the International, the manufacturer (NT), and the local distributors. The Regional Director shall also be responsible for overseeing the activities of the Region. This shall include the scheduling of meetings, preparing agendas, conducting the meetings, and assigning committees.

B. Treasurer

The Treasurer shall be responsible to manage the funds of the region. This shall include collection of dues, if any, and the payment of any debts from regional funds.

C. Secretary

The Secretary shall be responsible to minute all meetings and circulate minutes to each chapter representative.

Article VIII – Committees

Committees will be assigned, as necessary by the Regional Director. Each committee shall consist of a Chairperson who is appointed by the Regional Director and confirmed by the Board by a quorum vote.

Each committee shall consist of at least one other member who shall be selected from either the Board or interested chapter members.

Any committee Chairperson who submits a resignation must notify the Regional Director in writing, starting the effective date of the resignation. Any Committee Chairperson who no longer qualifies as a “Regular Member” as defined in the International’s by-laws shall be deemed to have resigned within 30 days of the effective date of their change in status. Any Committee Chairperson who is found to be in violation of the by-laws or Policies and Procedures of the International or Region may be removed from office by a 2/3 vote of the Board. Notification of such action will be given in writing at least 30 days before the effective date of removal.

Vacancies will be appointed by the Regional Director and confirmed by the Board by a quorum vote within 90 days. The new Committee Chairperson will assume the responsibilities of that position immediately.

Article IX – Fiscal Year

The fiscal year of the region will be the same as that of the International.

Article X – Indemnification

The Canadian Region will indemnify and hold harmless its officers, directors and members upon the determination by the Regional Board of Directors that the person(s) to be indemnified acted in good faith and with the reasonable belief as to what was in the best interest of the Region. Individual members shall not be liable upon the debts of the region.

Article XI – Dissolution

In the event of the dissolution of the Association, after full payment or liquidation of all debts and obligations, each member in good standing shall be paid such funds, if any, in the proportion that the total dues and assessments contributed by such member, or any predecessor, bears to the total dues and assessments contributed by all such members of the Association in good standing at the time of dissolution.

Article XII – Amendments

These by-laws shall be amended only by a quorum vote of the Regional Board and shall be amended in accordance with the by-laws and Policies and Procedures of the International.

Appendix – Canadian Region by-laws of the INNUA

List of member Chapters :

Atlantic Region	British Columbia
Central Ontario	Hamilton/Niagara
Manitoba	Midwestern Ontario
Northern Alberta	Quebec Region
Ottawa Region/Eastern Ontario	Southern Alberta
Southwestern Ontario	Toronto
Saskatchewan	